MEDIOBANCA
INTERNATIONAL (LUXEMBOURG) SA

Summary of the Policy for managing conflicts of interest

June 2025

Introduction

Mediobanca International (Luxembourg) S.A. (hereinafter "Mediobanca International", "MBIL" or the "Bank") is required to adopt every reasonable measure in order to identify and manage correctly any conflict of interest that may arise with its customers or between customers.

As required by the regulations in force, this document constitutes the Policy for managing conflicts of interest (the "Policy"), prepared by Mediobanca International in accordance with the provisions contained in the European and national regulations[1].

The Bank is also bound to identify any conflict which could emerge in connection with the members of the Board of Directors and of the Audit Committee[2] (the "BoD/AC Members"), to prevent such conflicts from favouring their interests to the detriment of the Bank and/or its customers.

The annexes to this document describe the instances of conflict identified, the enhanced procedure applied, and methods chosen for managing them.

The Compliance Unit revises the Policy at least once a year, and assesses whether or not to make any changes, which are made in accordance with the provisions of the Group Regulations.

Conflict of interest

Situation in which the Bank, in providing an investment or ancillary service or alternatively in the course of lending or funding activity, may harm the interests of a customer in favour of its own interest or the interest of another customer.

Situations of conflict include in particular those cases in which, after having provided a service, the Bank:

- May achieve a financial profit or avoid a financial loss, potentially at the expense of the customer;
- Has an interest in the result of the service provided to the customer, other than the customer's own interest;
- Has a financial or other incentive to prioritize the interests of customers other than to the customer to which the service is provided;
- Performs the same activity as the customer;
- Receives or may receive from a person other than the customer, in relation to the service provided to the customer, an inducement in the form of monetary or non-monetary benefits

[1] E.g. CSSF Circular 12/552 and Commission Delegated Regulation (EU) 2017/565 of 25 April 2016 supplementing Directive 2014/65/EU (MiFID II).
[2] Note that the Audit Committee is composed by three non-executive members of the Board of Directors.

or services, other than the fees or commissions which would normally be received for such a service.

In the course of providing services to a client, MBIL may, subject to applicable law, pay or receive fees, commissions, rebates or other non-monetary benefits or inducements to or from third parties (including any company within the Mediobanca Group).

MBIL provides services in respect of a wide range of investment and banking related activities to several different clients. Accordingly, the Bank may have an interest, relationship or arrangement that is material in relation to a transaction effected with or for a client (or the financial instrument or other investment the subject of the transaction) or that could give rise to a conflict of interest.

The following are some examples of the types of interests, relationships or arrangements that MBIL may have in a transaction, in the instrument subject of the transaction or in the provision of a service:

- the Bank may place to its clients financial instruments issued by MBIL or a company within the Mediobanca Group;
- the Bank may grant a loan to enable the client to subscribe financial instruments issued by the Bank or by the Mediobanca Group.

Model for managing conflicts of interest

To ensure the proper fulfilment of obligations regarding the management of conflicts of interest, the Bank:

- has adopted processes and instruments that allow conflicts of interest to be identified promptly;
- has implemented standard measures to remove the risks of harming its customers' interests or allow them to be mitigated;
- may identify, for any individual conflict analyzed, specific additional measures besides the standard measures;
- guarantees that any instances of conflict identified are dealt swiftly;
- if necessary, provides disclosure to customers on the conflicts involved in the services offered. Here it should be noted that MiFID II[3] requires disclosure to be adopted as an extreme measure to be used only when the organizational and administrative measures adopted to prevent or manage conflicts of interest are not sufficient to ensure that the risk of damaging the customer's interests has been avoided with reasonable certainty. In this connection, the Bank's

[3] Directive 2014/65/EU of the European Parliament and of the Council, commonly referred to as MiFID II (the "Markets in Financial Instruments Directive"), came into force on 3rd January 2018. This directive, together with the related Regulation (EU) 600/2014 ("MiFIR") establish a harmonized legal framework governing the requirements applicable to investment firms, regulated markets, data reporting services providers and third country firms providing investment services or activities within the European Union. In particular, the directive and regulation seek to strengthen the efficiency, resilience and integrity of financial markets, and at the same time provide greater protection to investors.

Compliance Unit and/or Group Compliance Unit conducts prior analysis on a case-by-case basis to identify the circumstances in which it considers appropriate to provide disclosure to its customers, not as an extreme measure in the event of conflicts not adequately managed, but in order to ensure correct and transparent management of relations with customers even when conflicts are considered to be adequately managed;

- files and stores instances of conflict managed, keeping a record of any measures taken.

The Compliance Unit checking, at least annually and when the business model undergoes significant changes – or when there are changes on the regulation, that the conflict management model is able to adequately protect the interests of clients and, where appropriate, proposing any necessary changes

For any further information, please contact the Bank's Compliance Unit at mblux.compliance@mediobancaint.lu.